

# Exhibit Q

1 Virtual Videotaped Deposition of

2 REX FRYHOVER

3 Confidential - Outside Counsel Eyes Only

4 Thursday, December 3, 2020

5 1:05 p.m. CST

6 - - -

7 N O T I C E

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21 not to be construed as the final transcript. It  
22 is not to be read by the witness or quoted in any  
23 pleading or for any other purpose and may not be  
24 filed with any court.

25

08:01:10 1 America. I'm also here on behalf of HMD Global OY  
08:01:13 2 which is the defendant in the underlying action  
08:01:15 3 and with me is in-house counsel Gen Silveroli.

08:01:28 4 REX FRYHOVER,  
5 called as a witness herein, having been first duly  
6 sworn, was examined and testified as follows:

08:01:29 7 EXAMINATION

08:01:29 8 BY MR. TICE:

08:01:30 9 Q Good morning, Mr. Fryhover.

08:01:32 10 A Good morning.

08:01:33 11 Q As I just stated my name is Jerry Tice and  
08:01:36 12 I represent the plaintiff in this matter. I'd  
08:01:38 13 like to thank you for being here today and for  
08:01:40 14 your time today.

08:01:40 15 Could you please introduce yourself for  
08:01:42 16 the court?

08:01:43 17 A Yes. My name is Rex Fryhover.

08:01:45 18 Q Is Rex Fryhover your full legal name?

08:01:48 19 A Rex Campbell Fryhover.

08:01:53 20 Q Where do you live, Mr. Fryhover?

08:01:56 21 A I live in Miami, Florida.

08:02:01 22 Q How long have you lived there?

08:02:13 23 A Three years, three and-a-half.

08:02:18 24 MR. TICE: Gen, I think if you can mute  
08:02:21 25 your mic, you're getting some feedback from

08:10:49 1 A Yes.

08:11:12 2 Q I think we went into this a little bit in  
08:11:15 3 a couple of previous answers, but what does HMD  
08:11:18 4 America do?

08:11:20 5 MS. KASH: Objection to form.

08:11:24 6 BY THE WITNESS:

08:11:24 7 A Can you restate your question? I'm sorry.

08:11:26 8 BY MR. TICE:

08:11:27 9 Q What does HMD America do?

08:11:32 10 A We sell devices to different channels in  
08:11:39 11 north and South America -- I'm sorry, in north and  
08:11:42 12 Canada -- I'm sorry, US and Canada. Those devices  
08:11:50 13 are localized and across different functions are  
08:11:55 14 localized for the North America market, which has  
08:12:01 15 very different requirements than, let's say other  
08:12:04 16 markets around the world.

08:12:11 17 Q What do you mean by across different  
08:12:15 18 functions are localized? What functions are you  
08:12:18 19 referring to?

08:12:22 20 A Referring to supply chain, referring to  
08:12:25 21 testing. I'm referring to marketing, all  
08:12:33 22 corporate functions to be honest with you  
08:12:35 23 including finance.

08:12:47 24 Q What types of devices does HMD America  
08:12:49 25 sell?

08:12:53 1 A Cellular devices.

08:13:00 2 Q Does HMD America manufacture any cellular  
08:13:07 3 devices?

08:13:09 4 A Do we manufacture, no, we do not  
08:13:11 5 manufacture devices in the Americas.

08:13:16 6 Q Does HMD America assemble any cellular  
08:13:23 7 devices?

08:13:24 8 MS. KASH: Objection. Form.

08:13:26 9 BY MR. TICE:

[REDACTED]

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[REDACTED]

08:15:58 22 BY MR. TICE:

08:16:10 23 Q Does HMD America repair the cellular  
08:16:12 24 devices?

08:16:16 25 A No.

08:22:39 1 sells cellular devices.

08:22:41 2 Can you be more specific as to what type  
08:22:43 3 of cellular devices HMD America sells?

08:22:49 4 A Yes. We sell smart devices and feature  
08:22:53 5 phones which is let's say a non smart type of  
08:22:57 6 device, the more basic candy bar type of what is  
08:23:01 7 what we call it.

08:23:05 8 Q Does HMD America sell Nokia-branded  
08:23:08 9 devices?

08:23:12 10 A Yes.

08:23:16 11 Q Does HMD America sell any cellular devices  
08:23:20 12 that are not Nokia-branded devices?

08:23:26 13 A No.

08:23:28 14 Q Does HMD America sell any products that  
08:23:33 15 are not Nokia-branded devices?

08:23:38 16 A No.

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

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[REDACTED] [REDACTED]

08:25:48 12 BY MR. TICE:

08:25:48 13 Q What is your title at HMD America?

08:25:52 14 A Head of operations, HMD America.

08:26:10 15 Q Have you previously worked at any other  
08:26:13 16 HMD entity?

08:26:15 17 A I have not.

08:26:16 18 Q Have you held any positions in any other  
08:26:19 19 HMD entity?

08:26:23 20 A I have not.

08:26:26 21 Q In your current role of head of  
08:26:30 22 operations, what are your job responsibilities?

08:26:37 23 A I manage the supply chain to our customers  
08:26:45 24 on the different channels and the different  
08:26:47 25 customers. I also look at a bit of the strategy

08:26:52 1 behind the supply chain and work with our  
08:26:59 2 customers on some of those potential  
08:27:01 3 opportunities.

[REDACTED] [REDACTED]  
[REDACTED] [REDACTED]  
[REDACTED] [REDACTED]  
[REDACTED] [REDACTED]  
[REDACTED] [REDACTED]  
[REDACTED] [REDACTED]

08:27:59 10 Q How long have you been head of operations  
08:28:01 11 at HMD America?

08:28:08 12 A Two years. Can you kind of state the time  
08:28:15 13 frame that you mean?

08:28:20 14 Q Right. So you've been the head of  
08:28:29 15 operations at HMD for about two years; is that  
08:28:43 16 right?

08:28:43 17 A Correct.

08:28:44 18 Q Have you held any other positions at HMD  
08:28:47 19 America?

08:28:47 20 A Yes, sales operations. It's been a mix of  
08:28:51 21 sales operations and operations basically.

08:28:56 22 Q When were you -- strike that. When did  
08:29:06 23 you have a sales operations position at HMD  
08:29:09 24 America?

08:29:14 25 A When I started basically. That would have

09:40:31 1 Q What does involved mean to you?

09:40:36 2 MS. KASH: Objection to form.

09:40:37 3 BY THE WITNESS:

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09:41:08 9 BY MR. TICE:

09:41:18 10 Q I think that answers my question, thank

09:41:20 11 you.

09:41:20 12 A Sure.

09:41:33 13 MR. TICE: Can we pull up Exhibit No. 3

09:41:34 14 for a second, Enrique.

09:41:59 15 BY MR. TICE:

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and the corporate office is hear in Miami

09:46:55 1 COVID and post-COVID that is very limited as we  
09:46:59 2 all deal with.

09:47:04 3 Q Does HMD Global have any offices in the  
09:47:08 4 US?

09:47:10 5 A No.

09:47:13 6 Q Does HMD Global have any employees in the  
09:47:17 7 US?

09:47:21 8 A No.

09:47:26 9 Q Does HMD Global have employees that  
09:47:33 10 regularly go to the US?

09:47:38 11 MS. KASH: Objection to form.

09:47:41 12 BY THE WITNESS:

09:47:42 13 A Can you rephrase your question? Sorry,  
09:47:44 14 Mr. Tice.

09:47:44 15 BY MR. TICE:

09:47:48 16 Q Sure. So I understand HMD Global does not  
09:47:51 17 have employees that are full-time in the US, but  
09:48:00 18 do employees of HMD Global regularly travel to the  
09:48:05 19 US?

09:48:07 20 MS. KASH: I'm sorry, objection to form.

09:48:15 21 BY THE WITNESS:

09:48:17 22 A Do we have regular -- not any time  
09:48:20 23 recently clearly, and prior, you know, very  
09:48:24 24 limited. We are a subsidiary so, yes, there is  
09:48:38 25 some travel of HMD Global employees into the US.

09:48:49 1 Q Do you know when HMD Global was formed?

09:48:59 2 A HMD Global OY, I don't. We just hit our  
09:49:05 3 four-year anniversary. It was probably formed six  
09:49:08 4 months, eight months, maybe a year before we went  
09:49:13 5 live. I'm not sure. I don't know. I would  
09:49:16 6 assume four to five years ago.

09:49:22 7 Q Do you know when HMD America was formed?

09:49:27 8 A No. I don't. I don't know when the legal  
09:49:30 9 entity was formed.

09:49:42 10 Q Do you know why HMD America was formed?

09:49:44 11 MS. KASH: Objection to form.

09:49:51 12 BY THE WITNESS:

09:49:52 13 A Yes, as a legal entity and as a subsidiary  
09:49:55 14 it needed to be formed to manage -- to drive and  
09:50:00 15 manage our customers and the business here. It  
09:50:08 16 would be -- yeah, that's my understanding. We had  
09:50:11 17 to create a legal entity to have employees in the  
09:50:13 18 US, you know, to provide 401-K benefits, to do all  
09:50:20 19 those relative pieces so I think that goes across  
09:50:23 20 multiple functions, but, yes.

09:50:36 21 BY MR. TICE:

[REDACTED] [REDACTED]  
[REDACTED] [REDACTED]  
[REDACTED] [REDACTED]  
[REDACTED] [REDACTED]

[illegible]

10:22:59 21 HMD America share documents with HMD Global?

10:23:02 22 A I'm not 100 percent sure. All of our

10:23:05 23 physical documents if we have physical documents

10:23:07 24 are here in the Miami office and then of course we

10:23:11 25 have some documents that are in the cloud that the

11:56:52 1 A No, they don't. All testing is localized

11:56:55 2 by HMD America.

11:57:03 3 Q And there's no testing done on behalf of

11:57:06 4 HMD Global in the United States?

11:57:07 5 MS. KASH: Objection to form.

11:57:10 6 BY THE WITNESS:

11:57:10 7 A Can you restate your question? I guess I

11:57:16 8 don't --

11:57:17 9 BY MR. TICE:

[REDACTED]















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12:23:18 12 Q Mr. Fryhover, if you were to attend trial  
12:23:20 13 in this lawsuit or are required to travel to  
12:23:24 14 Texas, would you incur any out-of-pocket expenses?

12:23:35 15 MS. KASH: Objection to form.

12:23:36 16 BY THE WITNESS:

12:23:37 17 A Yes, I would assume I would.

12:23:39 18 BY MR. TICE:

12:23:39 19 Q What types of out-of-pocket expenses would  
12:23:42 20 you incur?

12:23:42 21 MS. KASH: Objection to form.

12:23:43 22 BY THE WITNESS:

12:23:43 23 A We have certain limitations on travel when  
12:23:46 24 it comes to limitations on car rentals,  
12:23:54 25 limitations on per diem for food, those types of

12:23:58 1 things.

[illegible]





















[REDACTED] [REDACTED]  
[REDACTED] [REDACTED]  
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[REDACTED] [REDACTED]

12:44:44 13 MR. TICE: I think now is a good time for  
12:44:45 14 a break.

12:44:52 15 AV TECH CASAS: We're going off the  
12:44:53 16 record. The time is 1:45 p.m.

12:44:57 17 (A recess was had.)

13:00:56 18 AV TECH CASAS: We are back on the record.  
13:01:05 19 The time is 2:01 p.m.

13:01:09 20 BY MR. TICE:

13:01:10 21 Q Welcome back, Mr. Fryhover. We just came  
13:01:13 22 back it from a break, do you understand that you  
13:01:15 23 are still under oath?

13:01:16 24 A I do.

[REDACTED] [REDACTED]







[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

13:07:03 5 Q Are you currently working from home?

13:07:08 6 A Yes. I am working from home most of the  
13:07:12 7 time, coming to the office maybe once per week.

13:07:23 8 Q When you're working from home, do you have  
13:07:26 9 access to HMD America's documents?

13:07:28 10 A Yes, I do.

13:07:29 11 MS. KASH: Objection to form.

13:07:33 12 BY MR. TICE:

13:07:33 13 Q What types of documents do you access when  
13:07:35 14 you're working from home?

13:07:40 15 A Generally process documents type of  
13:07:44 16 element, also strategy documents that I've created  
13:07:52 17 or am creating. We have different -- also local  
13:07:59 18 sales documents, I'm analyzing sales and looking  
13:08:01 19 at different elements there.

13:08:08 20 Q How do you access these documents?

13:08:13 21 A Through our Office365 SharePoint and I  
13:08:25 22 have some on my hard drive clearly any type of  
13:08:28 23 strategy documents that I'm working on daily.

13:08:31 24 Q You have access to your e-mail at home,  
13:08:34 25 too, right?

[illegible]



[illegible]





13:32:14 7 Q Does HMD America do marketing for the

13:32:18 8 unlocked devices?

13:32:19 9 A They provide some of those services for  
13:32:20 10 the unlocked devices.

[illegible]

[REDACTED] [REDACTED]

13:33:46 2 BY MR. TICE:

13:33:46 3 Q Your previous answer, was that for the  
13:33:48 4 devices, the unlocked devices?

13:33:52 5 A Correct.

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

13:34:39 15 Q You previously mentioned Jackie Kates.

13:34:42 16 Who is Jackie Kates?

13:34:43 17 A She is the head of marketing for North  
13:34:56 18 America, HMD America.

13:34:57 19 Q Is she an employee of HMD Global?

13:35:00 20 A She is not. She is an employee of HMD  
13:35:03 21 America in Miami.

13:35:09 22 Q Do you know who Jackie Kates records to?

13:35:12 23 A Yes. We both report to Juho, head of the  
13:35:25 24 region.

13:35:56 25 MR. TICE: I'd like the technician to pull